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ARTICLE I

NAME, PURPOSE, AND SCOPE OF ORGANIZATION

Section 1

The name of this organization is "The HUB Division, Incorporated".

Section 2

The purpose of The HUB Division, Inc. is to promote and foster model-railroading activities, and to carry out the objectives of the National Model Railroad Association.

Section 3

The HUB Division, Inc. will engage in the education of its members and of the general public in all aspects of model railroading. This includes, but is not limited to, the theories, practices, art and skills of model railroading and study of the prototype railroads to be modeled.

Section 4

The HUB Division, Inc. is a non-profit corporation.

- (a) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purpose other than the purpose of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participation in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.
- (b) Upon liquidation or dissolution of the corporation, after payment of all liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more similar organizations exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1

All members of the National Model Railroad Association, Inc (NMRA) residing in the geographic boundaries of the Northeast Region as defined in the Regulations of the NMRA and specifically within the boundaries of the Hub Division, Inc. shall be members of the Hub Division, Inc.

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Section 2

The classes of membership shall be as defined by the NMRA, Inc.

Section 3

Those members who are "Life" only members of The Hub Division, Inc., whose membership was accepted by The Hub Division, Inc. prior to April 17, 1999 shall be eligible to vote.

ARTICLE III

FISCAL YEAR AND BUSINESS MEETINGS

Section 1

The Board of Directors shall determine the fiscal year.

Section 2

There shall be at least one business meeting of the corporation within the fiscal year.

Section 3

The annual business meeting shall be held at a date and time determined by the Board of Directors. The board of directors shall give notice to the entire membership of the time and place of the meeting at least twenty days in advance.

ARTICLE IV

GOVERNMENT

Section 1

The government of The Hub Division, Inc. shall rest in the hands of a board of directors made up of nine members who are listed by the National Model Railroad Association, as members of The Hub Division, Inc., and who are members of the Northeastern Region of the National Model Railroad Association.

Section 2

Three directors of The HUB Division, Inc. shall be elected for a three-year term at each annual business meeting of the corporation.

Section 3

The officers of The Hub Division, Inc. shall be President, Vice-President, Secretary, Treasurer, and Clerk. The National Model Railroad Association must list each Officer, as a member of The Hub Division, Inc. and each Officer must be a member of the Northeastern Region of the National Model Railroad Association.

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- (a) The President shall be elected by the board of directors immediately after the annual meeting from the ranks of the directors.
- (b) The Vice-President, Secretary, Treasurer, and Clerk shall be selected by the President for a one-year term, subject to the approval of the board of directors.

Section 4

The President may from time to time make such appointments as may be necessary for the conduct of the corporation's activities.

Section 5

The board of directors may elect a Special Convention Chairman for the purpose of directing such activities as they may designate.

- (a) The Special Convention Chairman shall be elected for a period sufficient to ensure the orderly completion of the designated activity or activities, but not for a period exceeding five years.
- (b) The Special Convention Chairman must be a member in good standing of The HUB Division, Inc.
- (c) The Special Convention Chairman may sign those contracts binding on the corporation, which are required to accomplish the designated activity.
- (d) The Special Convention Chairman shall submit periodic reports as directed by the board of directors and shall inform the president of any extraordinary events in a timely manner.
- (e) The Special Convention Chairman may be removed from office only for malfeasance, non-performance, or failure to meet the requirements of paragraph (b) or paragraph (d).

ARTICLE V

ACTIVITIES

Section 1

All activities of The HUB Division, Inc. shall comply with the constitution and by-laws of the National Model Railroad Association and of the Northeastern Region of the National Model Railroad Association.

ARTICLE VI

DUES

Section 1

There shall be no separate dues structure for The Hub Division, Inc.

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ARTICLE VII

ELECTIONS

Section 1

There shall be a nominating committee of three regular or life members elected by the board of directors no later than the month of September. Said committee shall prepare a slate of preferably five (5) candidates and no less than four (4) candidates for election to the board of directors for the ensuing year. This slate, which is to be presented at the November meeting of the board of directors, will be included in the notice of the annual meeting and provided to the membership no later than 30 days before the Annual Meeting.

Robert's Rules of Order, Newly Revised, Chapter XIV, Nominations and Elections shall govern the nominating committee.

Section 2

The Nominating Committee will direct the Clerk to prepare the ballots, no later than 60 Days before the Annual Meeting, listing the candidates for Board Of Directors, followed by a write-in space, followed by any ballot issues. A biography of each candidate not to exceed 200 words will accompany the ballots. A section following the Candidates and Issues will direct the Secretary, or any member in good standing as designated to present the ballot in proxy at the Annual Meeting. The Clerk will provide the ballots to Hub Division, Inc. members in good standing no later than 30 Days before the Annual Meeting. Proxy ballots returned to the Clerk must be received no later than 7 days before the Annual Meeting. The return due date must be clearly stated on the ballot.

Section 3

Voting for Candidates for Board Of Directors and ballot issues will take place at the Annual Meeting. Members present at the Annual Meeting will present their ballots and any proxy ballots assigned to them to the Clerk at the Annual Meeting. The Clerk will tally the votes, if there are no write in candidates, the Recording Secretary may cast one ballot for the slate presented.

ARTICLE VIII

DUTIES OF DIRECTORS AND OFFICERS

Section 1

The president shall call all meetings of the board of directors, except that in the absence of any call by the president, the clerk shall call a meeting upon the written request of three directors.

Section 2

The president shall preside at all meetings of the corporation and of the directors. In his absence, the vice-president shall preside. In the absence of both the president and the vice-president, the directors present shall elect a temporary presiding officer.

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Section 3

The clerk shall keep and preserve the records of the corporation.

Section 4

The treasurer shall have custody of all funds of the corporation, and shall pay all valid bills. He shall present a report of receipts and expenditures to the directors upon request.

Section 5

The president shall appoint a secretary and that person shall record the minutes of all meetings of the corporation. He shall distribute un-certified copies of the minutes to all officers and directors before the next directors meeting but not later than 60 days after the meeting for which the minutes were written.

Section 6

All officers and directors of the corporation shall continue to serve until their successors have been elected or appointed as specified herein.

Section 7

Vacancies on the board of directors or among the officers of the corporation occurring between annual meetings shall be filled by appointment by the president, subject to the approval of the board of directors.

Section 8

Any director failing to attend three consecutive board meetings without reasonable excuse to the president may be dropped from the board at the third meeting missed.

Section 9

There shall be at least six meetings of the board of directors annually, with such additional meetings as may be necessary to conduct the business of the corporation.

Section 10

Notice of a scheduled meeting of the directors shall be given to all directors and officers by the president or clerk at least 15 days before the meeting date. All, or all but one, of the directors, may transact valid business at a directors meeting called without the 15-day notice provided that a waiver of notice be signed.

Section 11

- (a) The treasurer is authorized to spend funds in accordance with the Budget approved by the Board of Directors for the current fiscal year.
- (b) At any time during the fiscal year, the Board of Directors can amend the Budget to increase or decrease authorized spending of Budgeted funds.

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- (c) Expenditures required for the operations of the organization not included in the budget, not in excess Two Hundred-fifty (\$250.00) can be authorized by the President, with the approval of one other member of the Board of Directors and with concurrence by the Treasurer that funds are available.
- (d) Expenditures over Two Hundred Fifty (\$250.00) dollars details of which, must be transmitted to all members of the Board of Directors and must be approved by a majority of the Board of Directors with concurrence by the Treasurer that such funds are available. Such approval can be secured by use of an electronic vote, which must be forwarded to the Secretary and included in the Minutes of the next scheduled Board of Directors meeting. For any such expenditure of funds the “Minutes” entry must state the nature of the expense, which Director proposed the need, with the second and a list of the Board of Directors voting.

ARTICLE IX

LIABILITY

Section 1

No officer, director, or Special Convention Chairman shall be personally responsible or personally liable for acts of commission or omission hereunder, but shall be liable only for actual malfeasance, meaning and intending hereby that no officer, director, or Special Convention Chairman shall be responsible or liable for any honest errors of judgment on his or her part, but only for his own and corrupt breaches of trust.

Section 2

The Hub Division, Inc. shall hold harmless, indemnify, and defend any HUB Division, Inc. officer, director, or Special Convention Chairman for any and all claims, demands, costs, expenses, or suits for damages from any activity or act of or performed by such officer, director, or Special Convention Chairman performed in the furtherance of the aims of this corporation.

ARTICLE X

QUORUM

Section 1

Fifteen members in good standing shall constitute a quorum for a business meeting of the corporation.

Section 2

Five directors shall constitute a quorum for a meeting of the board of directors.

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ARTICLE XI

ORDER OF BUSINESS

Section 1

All business meetings of this corporation shall be conducted in accordance with "Robert's Rules of Order, Newly Revised", except where said rules may be in conflict with these by-laws.

ARTICLE XII

PUBLICATIONS

Section 1

The Headlight and Headlight Extra shall be the official publications of the corporation.

Section 2

An editor for the Headlight and the Headlight Extra shall be appointed by the president and confirmed by the directors.

Section 3

The directors may authorize other publications.

Section 4

Members and guests for a subscription fee determined by the Board of Directors may purchase subscriptions to the Headlight and Headlight Extra.

ARTICLE XIII

GUESTS

Section 1

Any person of good character, with a genuine interest in any phase of model railroading, may be a guest of The Hub Division Inc. for the period of one year.

Section 2

A guest may participate in all activities of The Hub Division, Inc., but is not eligible to vote and is not eligible to participate in programs for which membership in the National Model Railroad Association is required i.e. The Achievement Program.

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After the period of one year, the Guest may become a member of the Hub Division upon joining the National Model Railroad Association

ARTICLE XIV

HONORARY MEMBERS

Section 1

Honorary members: Any person who has performed outstanding service for and in the best interests of The HUB Division, Inc. for a number of years may be granted honorary membership. Honorary membership shall be granted by a two-thirds vote of the board of directors. Honorary membership is conferred for life. Honorary members shall be entitled to all the rights and privileges of regular members.

ARTICLE XV

AMENDMENTS

Section 1

A two-thirds majority of the members present and in good standing, provided this number constitutes a quorum may amend these bylaws at any business meeting. Proposed amendments to the by-laws shall be submitted in writing to the board of directors in time to allow notice of said amendments to be included in the notice of the meeting given to the membership.